

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On October 10, 2008, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via facsimile:

Notice of Proposed Sale of Property in Coopersville, Michigan Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit D]

Dated: October 15, 2008

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 15th day of October, 2008, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

EXHIBIT A

Company	Contact	Address1	Address2	City	State	Zip	Phone	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	Counsel to Debtor's Postpetition Administrative
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	Counsel to Equity Security Holders Committee
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	Counsel to Official Committee of Unsecured
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	

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Delphi Corporation
Special Parties

Company	Contact	Address1	City	State	Zip
Attorney representing PrimeStar	Joel Kaplan	601 SW 2nd Avenue Suite 1800	Portland	OR	97204
Big Industrial Corp	Thad Smith	3515 W 75th Street Suite 102	Prarie Village	KS	66208
Blue Bridge Ventures	Jack Buchanan	157 Briarcliff Dr	Grand Rapids	MI	49546
C O John Kuiper Grubb & Ellis	Peter Sexton	300 Ottawa NW Suite 400	Grand Rapids	MI	49503
Cascde Engineering Real Estate Dept	Fred Keller	3400 Innovation Court SE	Grand Rapids	MI	49512
CH2M HILL on behalf of PrimeStar	John Frank	2020 SW 4th Avenue Suite 300	Portland	OR	97201
Commercial Development Company	Randy Jostes	1650 Des Peres Rd No 303	St Louis	MO	63131
First Cos representing Third Wave	Ty Hallock	4380 Brockton Dr SE Suite 1	Grand Rapids	MI	49512
Franklin Partners	Don Shoemaker	2000 York Road Suite 100	Oak Brook	IL	60523
Goodale Enterprises	Jack Goodale	0 21 Fennessey Street SW	Grand Rapids	MI	49534
Mol Investments	Theo Mol		Grand Rapids	MI	
NW Equipment 5 Star Real Estate	Vito Dolci	1879 Marne Estates Dr	Marne	MI	49435
Padnos	Shelly Padnos	185 West 8th Street	Holland	MI	49423
Robert Grooters Development Company	Robert Grooters	4633 Patterson Ave SE	Grand Rapids	MI	49512
The Wisinski Grp rep Roskam Baking	Stan Wisinski	2618 E Paris Ave SE	Grand Rapids	MI	49546
Third Wave	William Tingley	1009 Ottawa Ave NW	Grand Rapids	MI	49503
Varnum Riddering Schmidt & Howlett	Steven Morren	333 Bridge St NW	Grand Rapids	MI	49504
	Edward Hanenburg	15585 68th Ave	Coopersville	MI	49404

EXHIBIT B

Company	Contact	Address1	City	State	Zip	Phone	Email	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue	New York	NY	10017	212-450-4092 212-450-4213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza	New York	NY	10004	212-859-8000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue	New York	NY	10022	212-906-1370	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue	New York	NY	10017	212-455-2000	kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.

EXHIBIT C

Company	Contact	Address1	Address2	City	State	Zip	Phone	Fax	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	Counsel to Debtor's Postpetition Administrative Agent
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	Counsel to Equity Security Holders Committee
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	616-336-7000	

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF PROPOSED SALE OF PROPERTY IN COOPERSVILLE,
MICHIGAN PURSUANT TO ORDER UNDER 11 U.S.C. § 363
APPROVING PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS
FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens, Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset Sale Order"), Delphi Automotive Systems, LLC (the "Debtor") hereby gives notice of its intention to sell certain property located at 999 Randall Street, Coopersville, Michigan (the "Property") to Arizona Maricopa Associates, LLC (the "Purchaser") pursuant to the Real Property Purchase Agreement by and between the Debtor and the Purchaser, dated October 3, 2008 (the "Agreement"). A copy of the Agreement is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT the Property to be sold is an improved parcel of real property that contains approximately 128 acres, including the buildings located on the Property.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreement, the Debtor will sell the Property to the Purchaser for the purchase price of \$4,400,000.00 (the "Purchase Price").

PLEASE TAKE FURTHER NOTICE THAT pursuant to the listing agreement (the "Listing Agreement") for the sale of the Property, the Debtor will pay a commission on the sale of the Property to Jones Lang LaSalle Americas, Inc. ("Jones Lang LaSalle") and to Todd Kamps, of Colburn Hudley, Inc. ("Colburn Hudley"), with each receiving an amount equal to 3% of the Purchase Price (the "Commission").

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Listing Agreement, Jones Lang LaSalle will remit 20% of any part of the Commission it receives to the Debtor's internal real estate broker, DREAL, Inc., a debtor in the above-referenced chapter 11 cases.

PLEASE TAKE FURTHER NOTICE THAT pursuant to a separate brokerage agreement, Jones Lang LaSalle has agreed to remit 50% of the Commission it receives to S.J. Wisinski & Company ("S.J. Wisinski").

PLEASE TAKE FURTHER NOTICE THAT the Purchaser, Jones Lang LaSalle, Colburn Hudley, and S.J. Wisinski are not insiders of the Debtor as such term is defined in section 101(31) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005, and have no other connections to the Debtor. In compliance with the De Minimis Asset Sale Order, an affidavit of Jones Lang LaSalle is attached hereto as Exhibit B. The Debtor believes that the Purchase Price accurately reflects the current market value of the Property. The Debtor has determined, in its business judgment, that the Agreement provides for fair and appropriate terms and is a favorable price

for the Property. The Debtor also believes that the Commission accurately reflects the current market value of the services rendered and is fair and appropriate.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Debtor will consummate the sale of the Property to the Purchaser, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Purchaser in connection with the sale of the Property and the payment of the Commission by the Debtor to Jones Lang LaSalle, provided that counsel to the Debtor does not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days from the date following initial receipt of this Notice.

Dated: New York, New York
October 10, 2008

SKADDEN, ARPS, SLATE, MEAGER & FLOM
LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession